

**Minutes of the 172nd Meeting of the**

**Royal Botanic Garden Edinburgh (RBGE) Board of Trustees**

**0930 on Thursday 20 June 2024**

**Walkinshaw Room, Rosslea Hall Hotel, Helensburgh**

**Present:** Dominic Fry Chair of Trustees

 Cara Aitchison Trustee

 Elise Cartmell Trustee

 Sarah Gurr Trustee and Chair of the Science Advisory Committee

 David Hamilton Trustee

 Ian Jardine Trustee and Chair of the Audit Committee

 Stella Morse Trustee

 Liz Trevor Trustee

**In Attendance:** Amanda Boughey Boardroom Apprentice

 Rod Barlow Rod Barlow Associates (Item 12.0)

 Ian Brown Head of Finance, Corporate Governance and Risk (Items 8.0 and 9.0)

 Sarah Cathcart Director of Learning and Engagement

 Kari Coghill Director of Innovation Projects

 Raoul Curtis-Machin Director of Horticulture and Visitor Experience

 Keiran Ferguson Head of Estates and Technology Services (Item 13.0)

 Joanne Hannah Director of Resources and Planning and Board Secretary

 Pete Hollingsworth Director of Science and Deputy Keeper

 Emma Lacroix Director of Development and Communications

 Jennifer Martin PA to the Regius Keeper (Minutes)

 Simon Milne Regius Keeper

 Claire Monk Head of Edinburgh Biomes (Item 7.0)

| **NO** | **ITEMS** | **ACTION** |
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|  | **Private Meeting** The Trustees held a private meeting. The Chair confirmed that the Regius Keeper would reach RBGE retirement age at the end of January 2026 and outlined the plans and  programme for recruiting his successor with the aim of achieving a seamless transition by end of 2025. |  |
|  | **OPENING ITEMS** |  |
| **1.0** | **Apologies**No apologies had been received. |  |
| **2.0** | **Trustees’ Conflicts of Interest**No conflicts of interest related to the meeting were declared.  |  |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 27 March 2024**The Minutes of the Meeting held on Wednesday 27 March 2024 were accepted as an accurate record of the meeting.**ACTION:** The PA to the Regius Keeper would place a copy of the approved Minutes in the Library, on the General Drive, RBGE Website and circulate by e-mail to the Trustees and Executive Team. | **PA to the****Regius Keeper**  |
| **4.0** | **Action Points and Matters Arising** The Chair reported that the actions from the previous meeting had been completed and an update on progress had been provided.  |  |
| 4.1 | RBGE Risk Report - Autumn 2023 - PoliciesThe Director of Resources and Planning had liaised with Cara Aitchison to agree which policies should be provided to the Board of Trustees for their consideration and planned to submit a paper to the Board of Trustees at the next meeting.**ACTION:** The Director of Resources and Planning and Cara Aitchison would present a paper on which policies should be provided to the Board of Trustees for their consideration at the next meeting. In progress. | **Director of Resources and Planning/Cara Aitchison** |
| 4.2 | Chair’s Update - Whistleblower TrusteeThe PA to the Regius Keeper had circulated the Complaints and Whistleblowers Policy Statement with the Minutes of the Meeting and Cara Aitchison had agreed to be the Whistleblower Trustee. |  |
| 4.3 | Director of Innovation Projects The Director of Resources and Planning had included the Commercial Strategy on the Agenda for the Board of Trustees strategy discussions on Wednesday 19 June 2024. |  |
| 4.4 | Budget Planning for 2024/2025The Director of Resources and Planning had arranged for a paper to be prepared (to include all RBGE income) and she and the Head of Finance, Corporate Governance and Risk had provided an update on progress at the strategy session on Wednesday 19 June 2024. |  |
| 4.5 | RBGE Risk Report - Spring 2024The Director of Resources and Planning had arranged for the cyber security assessment be provided to the Board of Trustees and ensured that the risk level of the ‘risk of inability to operate due to unsustainable financial model’ was reviewed at the strategy session on Wednesday 19 June 2024.  |  |
| 4.6 | Key Results DashboardThe Director of Resources and Planning advised that the sustainability key results indicators were currently reported on annually and were still reviewing whether more regular frequency would be possible due to the complexity of the data collection. It was agreed that the annual key result indicator was acceptable for now. The Director of Development and Communications had provided information on the performance of the Palm Houses campaign against the fundraising targets for the strategy session on Wednesday 19 June 2024.  |  |
| 4.7 | Audit Committee - Updated Terms of ReferenceThe PA to the Regius Keeper had arranged for the Terms of Reference to be issued and a date for a future review had been noted. |  |
| **5.0** | **Chair’s Update**Since the last meeting, the Chair had:* Chaired 2 Edinburgh Biomes Oversight Committee meetings and advised that Claire Monk was now in post as Head of Edinburgh Biomes.
* Attended a Botanics Foundation Board meeting where funds were allocated for a number of projects.
* Attended a Plants, People and Planet Roundtable Lunch organised by the Development Team for the representatives from the legal profession and private wealth managers.
* Attended an Environment and Forestry Directorate Chair Forum.
* Attended the launch of Plants with Purpose project.
* Met with Simon Fuller (Deputy Director – Rural & Environmental Science and Analytical Services, Scottish Government).
* Attended and assisted with the panel at the UK Boardroom Apprentice Learning Day ‘Partnerships in Practice’ event hosted in the Caledonian Hall on Friday 14 June 2024.
* Attended a JP Morgan summer event with the Director of Development and Communications on Wednesday 19 June 2024 where RBGE plants had been included in the goodie bags.

As this was the last Board of Trustees’ meeting attended by the Director of Innovation Projects the Chair, on behalf of the Board of Trustees, thanked her for her huge contribution to the successful development of RBGE and her support and input to the Board of Trustees over six years and wished her well for the future. The Chair welcomed the Director of Learning and Engagement to her first Board Meeting (as a member of staff). |  |
| **6.0**6.1 | **Regius Keeper**UpdateThe Regius Keeper highlighted: * He was engaged with the Scottish Government’s Public Services Reform and was navigating through the process to ensure RBGE’s input was appropriate to its size and mission, noting that much of the reform sought by the Scottish Government had already been achieved at RBGE over the past eight years.
* He had attended a Scottish Government Digital Transformation meeting which helped to ensure alignment of RBGE’s digital transformation, where appropriate, possible and affordable, with Scottish Government’s digital ambitions.
* That, in his final 18 months at RBGE, his priorities were to maintain momentum in the delivery of the Corporate Strategy; work with the Director of Learning and Engagement on shaping the Learning and Engagement programme for the next 10 years; deliver financial targets (with the aim of leaving the organisation in a more sustainable position), contribute to the successful development of the American Friends of the Botanic Foundation (AFBF); oversee the completion of the restoration of the Victorian Palm Houses and construction of the Energy Centre; make the case for funding from the Scottish Government for the next phases of the Edinburgh Biomes programme, and continue to develop RBGE’s profile with key stakeholders and supporters.
* In the recent Scottish Government Cabinet reshuffle Mairi McAllan (Cabinet Secretary for Net Zero and Energy) had remained the Minister responsible for the RBGE.

The Regius Keeper agreed to summarise for the Minutes the update and discussions at the Board of Trustee’s Strategy Session on Wednesday 19 June 2004 on in-year budget challenges:* Some progress, through contingency planning, was being made on reducing the forecasted £600k budget deficit for 2024/25, arising from the Scottish Government’s imposed pay policy and its inability to provide funding to meet the resultant increase in costs. There was very little scope for achieving further “efficiencies” given the past year-on-year efficiencies that had already been achieved. Without Scottish Government support, addressing the deficit was likely to have a significant impact on operational output, unless there was a major increase in self-generated income beyond the already stretched budget targets. The financial challenges may be exacerbated by the Scottish Government’s adoption of a 35-hour week for staff, without additional funding to address the financial impact of this policy.
* A case for increased in-year Grant-in-Aid had been discussed with the Scottish Government, and a paper was under consideration, but any decision was unlikely before the Autumn Budget. The Board of Trustees would be updated on progress, noting that meaningful budget forecasting would begin at the end of the first quarter of this financial year.
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| 6.2 | Directors’ Highlights  |  |
| 6.2.1 | *Science* The Director of Science and Deputy Keeper provided an update:* The implementation of the restructure of the Science Division Teams had been completed and there was a new Science Manager and two Deputy Directors in post with a reinvigorated department and structure. Detailed five-year plans were in place for the research and collections team.
* Had visited China and accompanied the Caroline Wilson DCMG (British Ambassador to the People’s Republic of China) to the Lijiang Field Station which had provided an excellent opportunity for increasing the RBGE’s profile, future support and internal connections in China where conservation horticulture was a key area with opportunities for collaboration.
* Successes had been achieved with career development and external benchmarking for 3 members of staff Dr Caroline Lehmann (Taxonomy and Macroecology Lead), Dr Antje Ahrends and Dr Chris Ellis (Conservation Science Leads) who had been recognised under the Individual Merit Promotion scheme for senior promotions (and used as a measure of quality of an organisation). Dr Catherine Kidner (Biodiversity, Genomics & Analytics Lead) had become a Professor and Dr Olwen Grace had been made appointed as a visiting Professor at Edinburgh College of Art (ECA). Dr Emma Bush (Nature-based Solutions Scientist) had been appointed as a member of the Royal Society of Edinburgh (RSE) Young Academy of Scotland. The Chair, on behalf of the Board of Trustees, asked that that their congratulations be passed onto all involved.
* Prof Li De Zhu (the only mainland Chinese national to have received an OBE) had been awarded a visiting fellow of the Royal Society of Edinburgh and would visit the RBGE in July 2024.

The Board of Trustees asked if there were any new areas of investigation included in the 5-year plan and it was noted that Artificial Intelligence (AI) and biomedical were the most significant areas. |  |
| 6.2.2 | *Horticulture and Visitor Experience*The Director of Horticulture and Visitor Experience advised:* Plants with Purpose project – was progressing collaborative discussions with other Scottish botanic gardens who were interested in being part of the project.
* Horticulture – The demand for RBGE conservation horticulture skills were increasing (including the signing of a Memorandum of Understanding with the Botanical Survey of India). He had been reviewing the divisional structures to assist in succession planning and planned to introduce a Deputy Curator post in Edinburgh.
* Commercial – The catering contract for the Edinburgh Garden had been relet from Monday 01.04.24 with new capital investment and a change in the concession rate and he would ensure that the investment was delivered.
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| 6.2.3 | *Resources and Planning* The Director of Resources and Planning advised:* Her priorities were the delivery of Edinburgh Biomes including a Business Case Update and Refresh to be achieved in October 2024 to inform the Scottish Government’s future funding, following the current 5-year cycle.
* Leadership of the Digital Transformation Programme would be handed over from Director of Innovation Projects on 1 August 2024.
* Continued to horizon scan on corporate risk.
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| 6.2.4 | *Director of Innovation Projects* The Director of Innovation Projects advised:* Work continued on the handover of her areas of responsibility prior to her departure and she had been leading the Digital Transformation Project. The new Catering Contract had started on Monday 1 April 2024.
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| 6.2.5 | *Development and Communications*The Director of Development and Communications provided an update:* Had been working with Johnson Banks Agency on a refresh of the RBGE brand which would be launched on Monday 29.07.24. It was noted that the roll out would take over a year to implement and most of the funding would be required this financial year.
* A total of £7M had been reached for fundraising for the Palm Houses and this included recent grants of £750k from the Wolfson Foundation and an additional £800k from the National Lottery Heritage Fund.

The Board of Trustees congratulated the Director of Development and Communications and her Team for their work in securing the Edinburgh Biomes funding. |  |
| 6.2.6 | *Director of Learning and Engagement*The Director of Learning and Engagement advised that her primary focus, in addition to the delivery of current programmes, was to assess and develop the future direction and development of the Division. This included:* Plans to elevate the impact of Learning and Engagement and build on the good work already undertaken.
* Work on the creation of a strategy and reviewing the team to ensure synergy.
* Consider the elevation of quality and innovation that was required to meet future demand and ensure that RBGE was a market leader in plant/biodiversity related learning and engagement.
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|  | **DECISION ITEMS**  |  |
| **7.0**7.17.2 | **Edinburgh Biomes**The Chair, on behalf of the Board of Trustees congratulated the Head of Edinburgh Biomes on her recent appointment.Edinburgh Biomes Oversight Committee - Key Information The Head of Edinburgh Biomes had prepared a paper for the Board of Trustees’ information. Victorian Palm House: Increased Costs for Glazing Bar and Ironworks RepairsThe Head of Edinburgh Biomes had presented a paper which notified an increase in costs of critical elements of the restoration of the Victorian Palm Houses. The costs had increased beyond client risk allowances made within the main contract, and required Board of Trustees approval before work could progress. The increased costs associated with restoring the Palm House were a result of the physical condition of some glazing bars and ironworks and it was noted that significant funding to undertake a full investigation of these events had not been available at the start of the project. The repairs were assessed as essential, and the cost information represented value for money for the type and extent of work. The full costs were still to be confirmed and the Board of Trustees were asked to approve a change request for the additional expenditure for these essential repairs pending confirmation of the final cost. The Board of Trustees approved this change request in principle delegating final approval to the Edinburgh Biomes Oversight Committee and congratulated the Head of Edinburgh Biomes on the progress of the programme to date. |  |
|  | **DISCUSSION ITEMS** |  |
| **8.0** | **Finance Report – March 2024**The Head of Finance, Corporate Governance and Risk presented the Finance Report and highlighted that the figures were provisional, but he didn’t expect any significant changes to be made. Core unrestricted revenue currently showed a small deficit but was expected to move to a break-even position.Core capital expenditure was in line with the funding received from the Scottish Government and the Edinburgh Biomes figures were being finalised. The Board of Trustees remarked that the Botanics Trading Company figures were not as good as they had expected following plans for diversification. It was noted that some new events had been trialled but had not provided the anticipated returns and it was hoped that the corporate market would stabilise in the future. |  |
| **9.0** | **Subsidiary Companies Letters of Support**The Head of Finance, Corporate Governance and Risk provided reassurance to the Chair of the Board of Trustees of the viability of the Botanics Trading Company and the Botanics Energy Company. The Chair, on behalf of the Board of Trustees, confirmed that the RBGE would continue to provide support which would help to ensure that the companies continued to be treated as a going concern. **ACTION:** The Head of Finance, Corporate Governance and Risk would arrange for the Chair to sign the letters of support for the Botanics Trading Company and the Botanics Energy Company. | **Head of Finance, Corporate Governance and Risk** |
| **10.0** | **RBGE Risk Report - Summer 2024**The Director of Resources and Planning presented the Risk Report and advised that the full Risk Register had been provided for information. Two risk scores had increased: the risk of damage to the indoor living collections (which would be mitigated by work being undertaken on Edinburgh Biomes) and the risk of infrastructure failure arising from climatic events. Ten risk scores had been reduced. Four new risks had been added which related to the protection of the living collection following delays in the Edinburgh Biomes programme; the failure to implement the Digital Transformation Project and to the expected standard and the risk of loss or failure to manage public institutional records. There were 10 open issues currently being managed in the RBGE Issues Log. The Board of Trustees proposed that a new risk be added in relation to any political uncertainty and change and asked about the risk of cyber security, the opportunities and risks associated with the Dundee Eden Project and the plans for continuing themed years via VisitScotland and the risk to the organisation of not appointing the next Regius Keeper in the appropriate timeframe. The Board of Trustees were concerned about the increased risk of damage to the collections. **ACTION:** The Director of Resources and Planning would add a new risk on political uncertainty, a new a risk on the timely replacement of the Regius Keeper, consider the impact of the Dundee Eden Project, any plans for Scottish themed years and reassess the risks relating to cyber-attack. | **Director of Resources and Planning** |
| **11.0** | **Key Results Report and Dashboard**The Director of Resources and Planning presented the Key Results and Dashboard and Report for financial year 2023/2024 for the Board of Trustees’ consideration to ensure sound governance of strategic delivery. The Board of Trustees asked about the carbon reduction figures and asked to see a target in terms of the amount the RBGE aimed to reduce annually. It was noted that some of this information was provided in the Operational Delivery Plan and the information in the Key Results Dashboard presented was the previous year’s performance against the annual target. The Board of Trustees commented on the transition to Instagram from another platform and were concerned that an opportunity for signposting to encourage viewers to make a contribution to the organisation was missing – this would be considered by the Director of Development and Communications. Visitor experience apps would be considered to provide additional functionality. |  |
| **12.0**12.112.2 | **Digital Strategy and Digital Transformation Programme**The Director of Innovation Projects provided an introduction to the programme and advised that the scope of the project included systems in finance, People and Organisational Development and Customer Relationships Management (CRM). It was noted that this programme was essential for further commercial development, the Scottish Government were relaunching their digital programme and RBGE were ensuring that the programme, where feasible and desirable, tied into the new Scottish Government Strategy. A professional assessment had considered digital maturity, how systems worked and what the business processes were. RBGE were aware that there was a need to achieve timely change. Development of a plan had been achieved over the past 16 months and the programme was funded through capital allocation and had a funding commitment for the next three years. Rod Barlow gave a presentation and provided an update on the progress of the ’Core and Commercial Systems – Digital Transformation’. The Board of Trustees asked about the costing for internal resource requirements (which they believed were quite low for a programme of this scale), asked about the requirement for additional technical resource (a Programme Team Plan and a Post Implementation Plan had been prepared which considered the technical support required) and the order of implementation (this had been considered and it had been agreed to start with the customer engagement element first followed by the finance systems). The Chair, on behalf of the Board of Trustees, thanked Mr Barlow for his thorough and informative update. **ACTION:** The PA to the Regius Keeper would arrange for Rod Barlow’s presentation to be circulated to attendees.**ACTION:** The Director of Innovation Projects would confirm the costings for the internal resource requirements. | **PA to the Regius Keeper****Director of Innovation Projects** |
|  | **INFORMATION ITEMS**  |  |
| **13.0**13.113.2 | **Cyber Security Assessment Summary**It was noted that cyber security was everyone’s responsibility and the Director of Resources and Planning and Head of Estates and Technology Services presented a paper on the summary findings of an assessment carried out in February 2024.The Head of Estates and Technology Services advised that work on the replacement telephone system had been completed; hardware for a back-up system had been installed; engagement with internal stakeholders had been undertaken, and work was ongoing on consideration of the life cycle of systems, preparation of a cost plan and a focus on the internal management of systems. The Board of Trustees recalled that a Cyber Security Audit had been undertaken previously and noted that some of the recommendations were still outstanding and required capital investment. The Head of Estates and Technology Services was addressing these actions and prioritisation and planning was underway. At the end of 2023 staff were provided with cyber security training which would be repeated on an annual basis and the Board of Trustees suggested that it would be useful to test the effectiveness of the training and reinforce the messaging. It was suggested that cyber security could be a standing item at meetings. The Board of Trustees asked what RBGE was doing to address the potential for external threats, and it was noted that an Action Plan that was being developed.**ACTION:** The Director of Resources and Planning would provide an update on implementation actions from the Internal Audit Report on Cyber Security at the next meeting and consider the frequencies of cyber security training and how best to remind staff of their responsibilities.**ACTION:** The Director of Resources and Planning would ensure that the Head of Estates and Technology Services provided an update on progress at a future meeting.  | **Director of Resources and Planning****Director of Resources and Planning** |
| **14.0** | **Health and Safety**The Director of Resources and Planning advised that a report would be presented to the Board of Trustees at their next meeting. A Policy Working Group was being set up. Lessons learned from the Covid pandemic would be considered. The current challenge was with the extreme weather conditions which included flooding of areas of the Edinburgh Garden. There was an ongoing focus on training and there had been no reportable instances since the last meeting.**ACTION:** The Director of Resources and Planning would present a Health and Safety Report at the next meeting. | **Director of Resources and Planning** |
| **15.0** | **Update from Boardroom Apprentice** The Boardroom Apprentice presented a paper ‘Nurturing Diversity in the Boardroom’ which gave some background on the initiative and the activities she had participated in and advised that she felt fortunate to have been matched with the RBGE and the Board of Trustees. The programme of work had two core elements, the training and support provided by the Department for Levelling Up, Housing and Communities and the practical experience with RBGE as the host board. The Chair had attended a programme learning day held at the RBGE on Friday 14.06.24 and participated in a speaker panel which considered ‘partnerships in practice’ and advised that this was a great initiative to be part of. |  |
| **16.0** | **Equality, Diversity, and Inclusion (EDI) Update**The Director of Resources and Planning and Director of Learning and Engagement had provided a paper on the work undertaken since the last Board of Trustees’ meeting. |  |
| **17.0** | **Audit Committee - Report** **of Audit Committee Meeting held Wednesday 5 June 2024**The Chair of the Audit Committee presented his paper which provided an overview of the meeting held on Wednesday 5 June 2024.  |  |
| **18.0** | **Dates for 2025 Meetings**The Chair advised on the proposed dates for the 2025 meetings which were confirmed as follows:Wednesday 26 March 2025Hybrid meeting (Microsoft Teams/In Person Edinburgh)1345 - 1400 Trustees’ Private Meeting1400 - 1630 Main Board MeetingWednesday 18 June 2025In Person visit (Dawyck Botanic Garden, Stobo, Peebles EH45 9JU)All day Visit Dawyck Botanic Garden for tour and lunch followed by return to Edinburgh for Trustees’ Private Meeting and Main Board MeetingWednesday 24 September 2025Hybrid meeting (Microsoft Teams/In Person Edinburgh)1345 - 1400 Trustees’ Private Meeting1400 - 1630 Main Board MeetingWednesday 10 December 2025Hybrid meeting (Microsoft Teams/In Person Edinburgh)1345 - 1400 Trustees’ Private Meeting1400 - 1630 Main Board Meeting |  |
|  | **CLOSING ITEMS** |  |
| **19.0**19.1 | **Any Other Business**Visit to Benmore Botanic GardenThe Chair, on behalf of the Board of Trustees, asked the Director of Horticulture & Visitor Experience to pass on thanks to the Curator of Benmore Botanic Garden for hosting the excellent visit on Wednesday 19.06.24, to congratulate him for his many years of services as he would be retiring later in the year and wished him well for the future. |  |
| **20.0** | **Arrangements for the Next Meeting**The next meeting would be held on Wednesday 25 September 2024.  |  |

**Jennifer Martin**

PA to the Regius Keeper

27 March 2023

**ANNEX A:** Summary of Actions

 **ANNEX A**

**SUMMARY OF ACTIONS**

| **NO** | **ITEMS** | **ACTION** |
| --- | --- | --- |
| **3.0** | **Minutes of the Previous Meeting held on Wednesday 27 March 2024****ACTION:** The PA to the Regius Keeper would place a copy of the approved Minutes in the Library, on the General Drive, RBGE Website and circulate by e-mail to the Trustees and Executive Team. | **PA to the****Regius Keeper**  |
| 4.1 | RBGE Risk Report - Autumn 2023 - Policies**ACTION:** The Director of Resources and Planning and Cara Aitchison would present a paper on which policies should be provided to the Board of Trustees for their consideration at the next meeting. In progress. | **Director of Resources and Planning/Cara Aitchison** |
| **9.0** | **Subsidiary Companies Letters of Support****ACTION:** The Head of Finance, Corporate Governance and Risk would arrange for the Chair to sign the letters of support for the Botanics Trading Company and the Botanics Energy Company. | **Head of Finance, Corporate Governance and Risk** |
| **10.0** | **RBGE Risk Report - Summer 2024****ACTION:** The Director of Resources and Planning would add a new risk on political uncertainty, a new a risk on the timely replacement of the Regius Keeper, consider the impact of the Dundee Eden Project, any plans for Scottish themed years and reassess the risks relating to cyber-attack. | **Director of Resources and Planning** |
| **12.0**12.112.2 | **Digital Strategy and Digital Transformation Programme****ACTION:** The PA to the Regius Keeper would arrange for Rod Barlow’s presentation to be circulated to attendees.**ACTION:** The Director of Innovation Projects would confirm the costings for the internal resource requirements. | **PA to the Regius Keeper****Director of Innovation Projects** |
| **13.0**13.113.2 | **Cyber Security Assessment Summary****ACTION:** The Director of Resources and Planning would provide an update on implementation actions from the Internal Audit Report on Cyber Security at the next meeting and consider the frequencies of cyber security training and how best to remind staff of their responsibilities.**ACTION:** The Director of Resources and Planning would ensure that the Head of Estates and Technology Services provided an update on progress at a future meeting.  | **Director of Resources and Planning****Director of Resources and Planning** |
| **14.0** | **Health and Safety****ACTION**: The Director of Resources and Planning would present a Health and Safety Report at the next meeting. | **Director of Resources and Planning** |